

EXHIBIT A

ORRICK, HERRINGTON & SUTCLIFFE LLP

INVOICES FOR THE TIME PERIOD

NOVEMBER 1-30, 2011



ORRICK, HERRINGTON & SUTCLIFFE LLP
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1152 15TH STREET, NW
WASHINGTON, D.C. 20005-1706
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David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

December 12, 2011
Client No. 17367
Invoice No. 1342865

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through November 30, 2011 in connection
with the matters described on the attached pages:

\$ 76,170.00

DISBURSEMENTS as per attached pages:

1,446.67

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 77,616.67

Matter(s): 17367/11, 13, 5, 7, 8

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$398,320.66

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 17367/ Invoice: 1342865

ELECTRONIC FUNDS TRANSFERS:

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 17367/ Invoice: 1342865
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(213) 614-3248
Reference: 17367/ Invoice: 1342865



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For Legal Services Rendered Through November 30, 2011 in Connection With:

Matter: 5 - Due Diligence

11/04/11	M. Wallace	Revise sale order language, including review of underlying documents.	0.90
11/07/11	M. Wallace	Review correspondence regarding vermiculite business sale issues.	0.10
11/08/11	J. Burke	Participate in telephone conference with Debtors' counsel regarding asset sale motion.	0.40
11/09/11	M. Wallace	Meeting with R. Frankel regarding merger issues.	0.30
11/09/11	M. Wallace	Conference call with R. Frankel and Lincoln team regarding merger issues.	0.50
11/09/11	M. Wallace	Correspond with team regarding review of merger issues.	0.20
11/09/11	M. Wallace	Review order regarding proposed merger and intercompany detail and merger agreement and consider issues in same.	1.30
11/14/11	M. Wallace	Review correspondence regarding subsidiary merger.	0.20
		Total Hours	3.90
		Total For Services	\$2,697.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James W. Burke	0.40	530.00	212.00
Mary A. Wallace	3.50	710.00	2,485.00
Total All Timekeepers	3.90	\$691.54	\$2,697.00

Total For This Matter **\$2,697.00**



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For Legal Services Rendered Through November 30, 2011 in Connection With:

Matter: 7 - Insurance Matters

11/08/11	P. Mahaley	Analyze insurer buy-out settlement proposal.	0.70
11/17/11	R. Wyron	Review issues re data and research re settlements.	0.90
11/22/11	R. Wyron	Confer with P. Mahaley re settlement issues and follow-up.	0.30
Total Hours			1.90
Total For Services			\$1,475.00

Timekeeper Summary	Hours	Rate	Amount
Peri N. Mahaley	0.70	650.00	455.00
Richard H. Wyron	1.20	850.00	1,020.00
Total All Timekeepers	1.90	\$776.32	\$1,475.00

Total For This Matter **\$1,475.00**



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For Legal Services Rendered Through November 30, 2011 in Connection With:

Matter: 8 - Litigation

11/01/11	D. Fullem	Coordinate filing/serving of withdrawal of appearance.	0.40
11/01/11	R. Wyron	Call with Grace re vermiculite sale (.6); calls to and from R. Frankel and R. Higgins (.9); call with Kirkland and Caplin and follow-up (1.0); organize notes for Montana call (.3); call with J. Solganick and follow-up (.3); confer with M. Wallace (.2).	3.30
11/01/11	R. Frankel	Telephone conference with M. Shelnitz, J. Donley, P. Lockwood, R. Wyron regarding Libby issues, Montana issues (.7); prepare notes regarding same (.2).	0.90
11/01/11	R. Frankel	Review documents regarding vermiculite division 363 sale (.6); telephone conference with Grace, R. Higgins, R. Wyron regarding same (.5).	1.10
11/01/11	R. Frankel	Review issues, research memo regarding Montana indemnity claim.	0.80
11/02/11	D. Fullem	Review recently filed pleadings.	0.20
11/02/11	R. Wyron	Attend FCR meeting and follow-up.	1.00
11/02/11	R. Frankel	Attend meeting of FCRs and counsel regarding payment percentage issues.	1.60
11/02/11	R. Frankel	Telephone conference with D. Austern re FCR presentation.	0.20
11/03/11	R. Wyron	Calls regarding sale and merger motions with R. Higgins, A. Paul and FCR team (1.3); conference call with Grace and Blackstone and follow-up (1.2); work on analysis (1.6); calls with J. Solganick (.3); call with L. Esayan re lift stay and follow-up (.4).	4.80
11/03/11	R. Frankel	Telephone conference with R. Higgins, R. Wyron and financial advisors regarding subsidiary merger issues (.9); telephone conference with R. Wyron and J. Solganick regarding same (.3).	1.20
11/03/11	R. Frankel	Review new schedules from R. Higgins in preparation for conference call.	1.60
11/03/11	R. Frankel	Telephone conference with R. Wyron regarding sale resolution, merger of sub issues, lift stay status.	0.40
11/04/11	D. Fullem	Review recently filed pleadings.	0.20



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11/04/11	R. Wyron	Review merger motion issues with J. Solganick and follow-up (.6); review analysis on intercompany claims and organize sale notes (1.1); call re sale motion with A. Paul and follow-up (.7); confer with R. Frankel re strategy and follow-up (.6); call to F. Monaco re Montana claims and follow-up (.8).	3.80
11/04/11	R. Frankel	Review, consider exchange of e-mails re Intrawest motion for relief from stay, pleadings.	0.60
11/04/11	R. Frankel	Telephone conference with R. Wyron re subsidiary merger motion issues (.5); review schedules of various subsidiaries (.9).	1.40
11/07/11	R. Frankel	Review pleadings, issues re vermiculite sale in preparation for call with R. Higgins.	0.60
11/07/11	R. Frankel	Review plan language re protected party status.	0.80
11/07/11	R. Frankel	Telephone conference with R. Higgins, J. Baer re vermiculite sale (.5); e-mail re same (.3).	0.80
11/08/11	R. Frankel	Telephone conference with A. Paul, J. Baer, R. Higgins re vermiculite sale issues (.5); prepare notes re same (.3).	0.80
11/08/11	R. Frankel	Review Code re ordinary course transactions, court approval issues.	0.70
11/08/11	R. Frankel	Review e-mail memo from Lincoln re sub merger motion, schedules re same.	0.60
11/08/11	R. Frankel	Telephone conference with J. Aldock re settlement issues, Libby mediation (.6); e-mails with J. Donley re medical plan (.3).	0.90
11/08/11	R. Frankel	Review Libby Medical Plan.	0.60
11/08/11	R. Frankel	Review pleadings re vermiculite sale, 524(g) sections in preparation for call.	0.70
11/09/11	R. Frankel	Review new proposed order regarding sub-merger motion schedules, new organizational chart, exhibits to motion (1.7); consider sub-merger issues (.9).	2.60
11/09/11	R. Frankel	Confer with M. Wallace regarding sub-merger motion (.5); telephone conference with J. Solganick regarding same (.3).	0.80
11/09/11	R. Frankel	Prepare notes regarding merger sub motion (1.1); telephone conference with J. Donley regarding merger issues (.4); prepare notes regarding same (.3).	1.80
11/09/11	R. Frankel	Confer with D. Austern regarding vermiculite sale, subsidiary merger motion.	1.20
11/10/11	R. Wyron	Review e-mails re merger motion and sale motion, and call with R. Frankel re strategy.	0.80
11/10/11	R. Frankel	Telephone conference with P. Lockwood regarding vermiculite sale motion, merger sub motion (.9); prepare notes regarding same (.6).	1.50



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11/10/11	R. Frankel	Review, consider letter e-mail to resolve vermiculite sale issues.	0.60
11/10/11	R. Frankel	Review materials, revised draft order regarding merger sub motion (1.1); telephone conference with R. Wyron regarding same (.2); prepare notes regarding same (.6).	1.90
11/11/11	D. Fullem	Review recently filed pleadings.	0.20
11/11/11	J. Burke	Review Debtors' merger motion.	0.40
11/11/11	R. Wyron	Review and respond to e-mails re pending motions and call with R. Frankel re same.	1.30
11/11/11	R. Frankel	Revise letter of understanding in connection with vermiculite sale (.5); series of e-mails re same (.3).	0.80
11/11/11	R. Frankel	Telephone conferences with J. Solganick, R. Wyron re sub-merger motion (.6); prepare e-mail re issues to R. Higgins, et al. (.8); consider alternatives to objection to motion (.9).	2.30
11/11/11	R. Frankel	Telephone conference with J. Baer, R. Higgins, et al. re sub-merger motion (.8); telephone conference with P. Lockwood re same (.3).	1.10
11/11/11	R. Frankel	Review, consider L. Esayan e-mail re Intrawest status.	0.30
11/11/11	R. Frankel	Review D. Austern memo re Wyant, Chen reports.	0.40
11/14/11	D. Fullem	Review recently filed pleadings.	0.20
11/14/11	R. Wyron	Review e-mails re sale and merger motions and respond re same.	0.80
11/14/11	R. Frankel	Review charts, exhibits, revised order in connection with sub-merger motion.	2.40
11/14/11	R. Frankel	Review, consider M. Shelnitz e-mail and letter to Montana Attorney General (.4); telephone conference with P. Lockwood re same (.1).	0.50
11/14/11	R. Frankel	Review further revised order, pleadings re Grace sub-merger motion (.8); telephone conference with P. Lockwood re same (.3).	1.10
11/14/11	R. Frankel	Review and consider M. Shelnitz letter re vermiculite sale (.4); countersign and e-mail same (.2).	0.60
11/14/11	R. Frankel	Telephone conferences with D. Austern, e-mails re meeting with Lincoln.	0.30
11/15/11	R. Frankel	Review letter to Bullock in preparation for call (.3); review file re omnibus settlement issues (.4).	0.70
11/15/11	R. Frankel	Review Baker & McKenzie application to employ, affidavits, PWC application.	0.50
11/15/11	R. Frankel	Telephone conference with J. Donley, A. Paul, M. Shelnitz, R. Finke, P. Lockwood re status, settlement issues.	1.00
11/16/11	R. Wyron	Review certificates of counsel on merger and sale motions and follow-up.	0.80



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11/16/11	R. Frankel	Review agenda for November 28 hearing (.2); notes re same (.1).	0.30
11/16/11	R. Frankel	Telephone conference with J. Aldock re status of mediation (.3); prepare notes re same (.2).	0.50
11/16/11	R. Frankel	Series of e-mails re meeting with F. McGovern.	0.30
11/17/11	R. Wyron	Review agenda and pending motions (.3); confer with R. Frankel re status and strategy and follow-up re same (.8); notes re settlement issues (.3).	1.40
11/17/11	R. Frankel	Confer with R. Wyron regarding mediation, settlement issues (.4); notes regarding same (.1).	0.50
11/17/11	R. Frankel	Prepare notes for term sheet per discussion with J. Aldock.	1.20
11/18/11	R. Wyron	Review draft term sheet re Libby mediation and provide comments.	0.40
11/18/11	R. Frankel	Prepare Terms of Settlement for Libby per J. Aldock discussions (1.4); review, consider revised version from J. Aldock (.5); series of e-mails regarding same (.3).	2.20
11/21/11	D. Fullem	Review e-mail from D. Felder regarding new appeal regarding Garlock 2019 issue; coordinate with H. Quinn re same.	0.10
11/21/11	R. Wyron	Review draft settlement term sheet and provide comments (.4); review orders and organize notes re same (.7).	1.10
11/21/11	R. Frankel	Review Garlock statement of issues in 2019 appeal and plaintiffs counter-statement of issues (.4); e-mails, notes regarding same (.2).	0.60
11/21/11	R. Frankel	Call with R. Wyron regarding Libby term sheet, related issues (.3); e-mail J. Aldock regarding same (.2).	0.50
11/21/11	R. Frankel	Review series of e-mails regarding orders entered by J. Fitzgerald regarding merger and sale orders.	0.50
11/21/11	R. Frankel	Review Libby term sheet from J. Aldock (.4); e-mail from R. Wyron regarding same (.2); e-mail J. Aldock with revision (.3).	0.90
11/22/11	R. Wyron	Review correspondence re mediation and respond to e-mails re same (.3); review hearing agenda and follow-up (.2).	0.50
11/22/11	R. Frankel	Series of e-mails regarding Libby mediation session (.7); review term sheet for Libby (.4).	1.10
11/23/11	R. Frankel	Review transcript of Third Circuit oral argument re assignment of insurance (1.8); prepare notes re same (.4).	2.20
11/28/11	R. Wyron	Call with M. Giannatto re status.	0.40
11/28/11	R. Frankel	Series of e-mails re mediation session (.3); consider timing of session (.3).	0.60
11/29/11	R. Wyron	Strategy call with Grace and ACC.	0.40



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11/29/11 R. Frankel Telephone conference with J. Donley, M. Shelnitz, A. Paul, 0.70
 P. Lockwood re opinion, status and mediation (.4); notes re
 same (.3).

Total Hours 73.30
 Total For Services \$68,274.50

Timekeeper Summary	Hours	Rate	Amount
James W. Burke	0.40	530.00	212.00
Roger Frankel	50.80	985.00	50,038.00
Debra O. Fullem	1.30	265.00	344.50
Richard H. Wyron	20.80	850.00	17,680.00
Total All Timekeepers	73.30	\$931.44	\$68,274.50

Disbursements

Document Reproduction	61.40	
Express Delivery	11.81	
Other Business Meals	103.00	
Outside Services	268.48	
Parking Expense	2.60	
Telephone	0.00	
Travel Expense, Air Fare	962.90	
Travel Expense, Local	8.80	
Total Disbursements		\$1,418.99

Total For This Matter \$69,693.49



David Austern, Futures Claims Representative for W.R. Grace & Co.
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December 12, 2011
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For Legal Services Rendered Through November 30, 2011 in Connection With:

Matter: 11 - Compensation of Professionals - Other

11/17/11	D. Fullem	Prepare CNO for Towers' September fee application; coordinate filing and serving of same.	0.40
11/17/11	R. Wyron	Review CNOs.	0.20
Total Hours			0.60
Total For Services			\$276.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.40	265.00	106.00
Richard H. Wyron	0.20	850.00	170.00
Total All Timekeepers	0.60	\$460.00	\$276.00

Disbursements		
Outside Services	3.44	
Total Disbursements		\$3.44

Total For This Matter	\$279.44
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For Legal Services Rendered Through November 30, 2011 in Connection With:

Matter: 13 - Compensation of Professionals - Orrick

11/02/11	D. Fullem	Review current status of monthly/quarterly fee application filings, payments made/due.	0.50
11/02/11	D. Fullem	Review fee auditor's final report for July-August quarterly fee application time period.	0.20
11/04/11	D. Fullem	Review October prebill (1.0); update R. Wyron re same (.1); e-mail to D. Felder re comments (.1); review comments from D. Felder (.2); provide same to R. Wyron for review (.1).	1.50
11/04/11	D. Felder	Review October prebill.	0.80
11/07/11	D. Fullem	Review e-mail from R. Wyron regarding October prebill.	0.20
11/09/11	D. Fullem	Review e-mail from P. Reyes regarding status of October prebill.	0.20
11/10/11	D. Fullem	Prepare updated fee/expense charts; circulate to group.	0.50
11/10/11	D. Fullem	Review and revise updated fee/expense charts.	0.50
11/10/11	D. Fullem	Review e-mail from P. Reyes regarding October prebill.	0.20
11/10/11	D. Fullem	Review e-mail from R. Wyron regarding recent payment.	0.20
11/11/11	D. Fullem	Review and respond to e-mail from V. Crossley in accounting regarding October invoice status.	0.20
11/15/11	D. Fullem	Prepare draft of October fee application.	1.00
11/15/11	D. Fullem	Obtain data for quarterly fee application period.	0.20
11/15/11	D. Fullem	Review and respond to B. Ruhlander regarding expense detail.	0.20
11/16/11	D. Fullem	Review excel sheets for July, August and September invoices; e-mail to B. Ruhlander (fee auditor) as per request.	1.00
11/17/11	D. Fullem	Prepare CNO for Orrick's September fee application; coordinate filing and serving of same.	0.40
11/17/11	D. Fullem	Confer with R. Wyron regarding timing and filing of upcoming monthly/quarterly fee applications and payments; confer with Debtors' counsel re same; update R. Wyron with information.	0.50
11/17/11	R. Wyron	Review October monthly fee application and provide comments.	0.30
11/18/11	D. Fullem	Update fee/expense charts.	0.20
11/18/11	D. Fullem	Follow-up with Pachulski regarding fee application filings and payments by year end; update R. Wyron re same.	0.20
11/21/11	D. Fullem	Finalize draft October monthly fee application; provide to R. Wyron for review/comment.	1.00
11/22/11	D. Fullem	E-mails to H. Quinn and C. Hartman regarding filing of October monthly fee application.	0.50



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11/23/11	D. Fullem	Review and respond to e-mails from C. Hartman and H. Quinn regarding filing of Orrick's October fee application.	0.50
11/28/11	D. Fullem	Provide October monthly fee application to service parties.	0.20
		Total Hours	11.20
		Total For Services	\$3,447.50

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	0.80	645.00	516.00
Debra O. Fullem	10.10	265.00	2,676.50
Richard H. Wyron	0.30	850.00	255.00
Total All Timekeepers	11.20	\$307.81	\$3,447.50

Disbursements
 Outside Services

	24.24
Total Disbursements	\$24.24

Total For This Matter	\$3,471.74
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***** COMBINED TOTALS *****

Total Hours	90.90	
Total Fees, all Matters		\$76,170.00
Total Disbursements, all Matters		\$1,446.67
Total Amount Due		\$77,616.67